



DONELAN CLEARY
WOOD & MASER, P.C.

December 9, 1999

Recordation No. 9644-H

RECORDATION NO. 9644-H FILED

DEC 9 '99 4-08 PM

Dear Mr. Williams:

On behalf of The CIT Group/Equipment Financing, Inc., I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary documents, not previously recorded titled Termination of Supplemental Indenture Number 260 ("Full Termination") and the parties thereto are as follows:

First Security Bank, N.A. - OWNER TRUSTEE/DEBTOR
(f/k/a First Security Bank of Utah, N.A.),
as Owner Trustee
79 South Main Street
Salt Lake City, UT 84111

United States Trust Company - INDENTURE TRUSTEE/
of New York, as Indenture Trustee SECURED PARTY
114 West 47th Street
New York, NY 10036

The said Full Termination is, among other things, a full and complete termination of that certain Supplemental Indenture Number 260 dated as of December 29, 1978 and recorded under Recordation No. 9644-D on February 12, 1979 and should be recorded under the next available letter under Recordation No. 9644 which letter we believe is "-H."

The equipment covered by the instant Full Termination is all the equipment covered in the aforesaid Supplemental Indenture Number 260.

A short summary of the Full Termination to appear in the Surface Transportation Board Index is as follows:

"Complete and full termination of Supplemental Indenture Number 260 under Recordation No. 9644-D."

ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, N.W., Suite 750, Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

Enclosed is a check in the amount of twenty six dollars (\$26.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, reading "Allen H. Harrison, Jr." with a stylized flourish at the end.

Allen H. Harrison, Jr.
*Attorney for The CIT Group/Equipment
Financing, Inc., for the purpose of this
filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

BY HAND

8360-020

TERMINATION OF SUPPLEMENTAL INDENTURE NUMBER 260
("Termination")

This Termination terminates Supplemental Indenture Number 260, dated as of December 29, 1978, between (a) FIRST SECURITY BANK, N.A., formerly known as First Security Bank of Utah, N.A., not in its individual capacity, but solely as trustee for The CIT Group/Equipment Financing, Inc., as successor beneficiary, under a Master Trust Agreement, dated as of October 1, 1976, between First Security Bank, N.A. ("Owner Trustee"), and Itel Capital Services Corporation, as trustor and agent, and (b) UNITED STATES TRUST COMPANY OF NEW YORK, not in its individual capacity, but solely as trustee under a Trust Indenture, dated as of October 1, 1976, between United States Trust Company of New York ("Indenture Trustee") and the Owner Trustee ("Supplemental Indenture"), as to all property covered under said Supplemental Indenture and which is more specifically described on Exhibit A attached hereto.

Such Supplemental Indenture, which supplemented the Trust Indenture, was filed with the Interstate Commerce Commission ("ICC") on February 12, 1979, at 3:10 PM under Recordation Number 9644-D. Amendment No. 1, dated April 24, 1979, to the Participation Agreement, the Equipment Lease Agreement and to Supplemental Indenture No. 260 was filed with the ICC on April 27, 1979, under Recordation No. 9644-F.

This Termination may be executed by the Owner Trustee and the Indenture Trustee on separate counterparts.

Dated: November 18, 1999

RECORDATION NO. 9644-H FILED

DEC 9 '99 4-08 PM

FIRST SECURITY BANK, N.A., as Owner Trustee

By: Arge Pavlos

Printed Name: _____

Title: Arge Pavlos
Trust Officer

UNITED STATES TRUST COMPANY OF NEW YORK, as Indenture Trustee

By: Patricia Gallagher

Printed Name: PATRICIA GALLAGHER

Title: ASSISTANT VICE PRESIDENT

STATE OF NEW YORK)

) s.s.

COUNTY OF NEW YORK

On 11/18, 1999, before me CHRISTINE C. COLLINS personally
appeared PATRICIA GALLAGHER ASSISTANT VICE PRESIDENT of UNITED
STATES TRUST COMPANY OF NEW YORK,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Christine C. Collins

Signature of the Notary

[Notarial Seal]

CHRISTINE C. COLLINS
Notary Public, State of New York
No. 03-4624735
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires March 30, 2000

STATE OF UTAH)
) s.s.
COUNTY OF SALT LAKE)

On 11/18, 1999, before me SYDNEE MADSEN personally
appeared ARGON PAULOS TRUST OFFICER of FIRST
SECURITY BANK, N.A.,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Sydney Madsen

Signature of the Notary

[Notarial Seal]

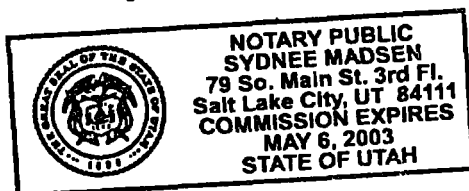


Exhibit A
to
Termination of Supplemental Indenture Number 260

<u>Group of Equipment</u>	<u>Quantity</u>	<u>Manufacturer</u>	<u>Description and AAR Mechanical Designation</u>	<u>Lessee's Identification Numbers (b)</u>
1A	50	Pullman-Standard	One-hundred ton 4750 Cubic Feet Steel Covered Hopper Cars with Trough type hatch, (AAR-LO)	SSIX 20000 through SSIX 20049, inclusive
1B	300	Pullman-Standard	One-hundred ton 4750 Cubic Feet Steel Covered Hopper Cars with Trough type hatch, (AAR-LO)	SSIX 22050 through SSIX 20349, inclusive
1C	200	Pullman-Standard	One-hundred ton 4750 Cubic Feet Steel Covered Hopper Cars with Trough type hatch, (AAR-LO)	SSIX 20350 through SSIX 20549, inclusive
	50			SSIX 20550 through SSIX 20599, inclusive
	100			SSIX 20600 through SSIX 20699, inclusive

provided, however, the following cars were casualtyed and are no longer subject to the lien of Supplemental Indenture No. 260:

Car Mark & No.

CGCX 20650	CGCX 20479	CGCX 20471	CGCX 20646
CGCX 20156	CGCX 20617	CGCX 20161	CGCX 20122
CGCX 20184	CGCX 20002	CGCX 20306	CGCX-20135
CGCX 20252	CGCX 20138	CGCX 20046	CGCX 20172
CGCX 20324	CGCX 20544	CGCX 20253	CGCX 20158
CGCX 20432	CGCX 20265	CGCX 20571	CGCX 20316
CGCX 20535	CGCX 20554	CGCX 20632	CGCX 20319
CGCX 20559	CGCX 20011	CGCX 20124	CGCX 20226
CGCX 20633	CGCX 20613	CGCX 20060	CGCX 20244
CGCX 20235	CGCX 20072	CGCX 20071	CGCX 20050
CGCX 20393	CGCX 20343	CGCX 20692	CGCX 20204
CGCX 20522	CGCX 20377	CGCX 20376	CGCX 20618
CGCX 20532	CGCX 20487	CGCX 20304	CGCX 20414
CGCX 20513	CGCX 20602	CGCX 20037	CGCX 20493
CGCX 20577	CGCX 20588	CGCX 20546	CGCX 20246
CGCX 20149	CGCX 20076	CGCX 20399	CGCX 20039

Equipment Lease, dated as of December 29, 1978, between First Security Bank, National Association (successor

to First Security Bank of The Utah, N. A.), not in its individual capacity, but solely as Owner Trustee, as lessor, and Continental Grain Company, as lessee, which Equipment Lease was filed with the Interstate Commerce Commission ("ICC") on February 2, 1979, under Recordation No. 10085, as amended by an Amendment No. 1 to the Participation Agreement, the Equipment Lease Agreement and the Supplemental Indenture No. 260, dated as of April 24, 1979, which Amendment No. 1 was filed with the ICC on April 27, 1979, under Recordation No. 10085-A, and as further amended by a Lease Extension and Option Agreement, dated as of January 17, 1995, between the successor Lessor and the Lessee, with respect to which a Memorandum of Lease Extension and Option Agreement, dated as of November 1, 1995, was filed with the ICC on November 6, 1995, under Recordation No. 10085-B.